

BALL JANIK LLP

A T T O R N E Y S

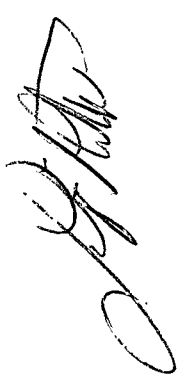
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LOUIS E. GITOMER
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March 30, 1999



Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 13862-C FILED

MAR 30 '99

3-45 PM

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination Instrument, a secondary document, dated as of March 18, 1999. The primary document to which this is connected is recorded under Recordation No. 13862. We request that this document be recorded under Recordation No. 13862-C.

The names and addresses of the parties to the Lease Termination Instrument are:

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

USX Corporation, successor to United States Steel Corporation
600 Grant Street
Pittsburgh, PA 15219

Honorable Vernon A. Williams

March 30, 1999

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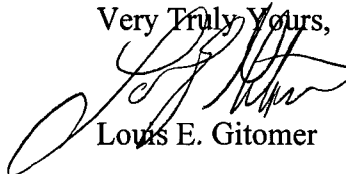
A description of the equipment covered by the Lease Termination Instrument consists of 20 50-cubic yard, 100-ton DIFCO air side dump cars numbered USSX 2556-2575, inclusive.

A fee of \$26.00 is enclosed. Please return two originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Lease Termination Instrument between GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and USX Corporation, successor to United States Steel Corporation, 600 Grant Street, Pittsburgh, PA 15219, consisting of 20 50-cubic yard, 100-ton DIFCO air side dump cars numbered USSX 2556-2575, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "L. Gitomer", is written over the typed name.

Louis E. Gitomer

Enclosures

RECORDATION NO.

13862-C
FILED

MAR 30 '99

3:45 PM

LEASE TERMINATION INSTRUMENT

This LEASE TERMINATION INSTRUMENT, dated as of March 18, 1999 (the "Instrument"), is made by and between GATX Third Aircraft Corporation ("GATX") and USX Corporation ("USX").

Recitals

A. GATX, successor to Westinghouse Credit Corporation, as Lessor, entered into that certain Equipment Lease Agreement, dated as of November 30, 1982 (the "Lease"), with USX, successor to United States Steel Corporation, as Lessee, for the lease of certain air side dump cars more particularly described on Exhibit A hereto (the "Units").

B. The Lease was recorded with the Interstate Commerce Commission (the "ICC") on December 9, 1982, and was assigned the ICC Recordation Number 13862.

C. The term of the Lease has expired and the parties hereto wish to terminate the Lease.

NOW, THEREFORE, and in consideration of the mutual promises and covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, that parties hereto agree as follows:

1. Termination of Lease. The Lease is hereby formally terminated. The termination of the Lease hereunder is solely for the purpose of releasing the Units subject thereto and is without prejudice to any continuing rights and obligations of the parties under the Lease.

2. Recording. This Instrument will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

3. Counterparts. This Instrument may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Instrument to be duly executed as of the day first above written

LESSOR:

GATX THIRD AIRCRAFT CORPORATION

By: *Daniel Jerabek*
Its: VICE PRESIDENT

LESSEE:

USX CORPORATION

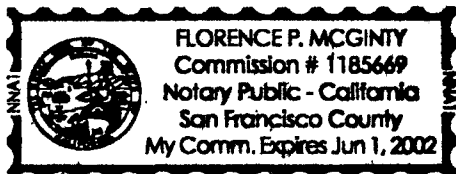
By: *M. A. Bliss*
Its: M. A. Bliss, Manager-Leasing, Marathon Oil Company
as authorized agent for USX Corporation



State of California)
County of San Francisco)

On March 18, 1999 before me, Florence P. McGinty, Notary Public, personally appeared Daniel Jerabek, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Florence P. McGinty

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

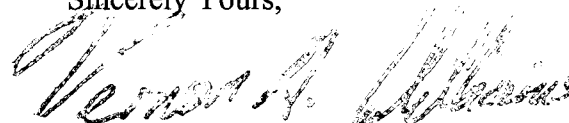
March 30, 1999

Louis E. Gitomer
Ball Janik LLP
1455 F Street NW Suite 225
Washington DC 20005

Dear Mr. Gitomer:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 30, 1999 at 3:45 PM, and assigned recordation number(s) 13862-C.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature. _____

